

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

March 25, 2002

RECORDATION NO. 23930 FILED

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

APR 5 '02 1:40 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Net Lease Agreement dated as of May 19, 2001 between the following parties:

Lessor: Helm-Pacific Leasing  
c/o Helm Pacific Corporation  
One Embarcadero Center #3700  
San Francisco, CA 94111

Lessee: U.S. Silica Company  
P.O. Box 187  
Berkeley Springs, WV 25411

Equipment: 9 Covered Hopper Railcars  
HPJX 3259-3261, 3263-3267, 3269

Please record this Memorandum of Net Lease Agreement as a primary document. The filing fee of \$28.00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Summary: Memorandum of Net Lease Agreement dated May 19, 2001 between Helm-Pacific Leasing as Lessor and U.S. Silica Company as Lessee for 9 covered hopper railcars, HPJX 3259-3261, 3263-3267, 3269 to be filed as a primary agreement.

Yours truly,

A handwritten signature in cursive script, appearing to read "Sharon L. Van Fossan".

Sharon L. Van Fossan  
Supervisor Contract Administration

Enclosures (3)

23930 1.40

RECORDATION NO. 23930 FILED

APR 5 '02 1:40 PM

**MEMORANDUM OF  
NET LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of May 19, 2001 and is intended to evidence that certain Net Lease Agreement dated as of May 19, 2001 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and U.S. SILICA COMPANY, a West Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

U.S. SILICA COMPANY

By: Helm Pacific Corporation,  
a General Partner

By: David R. Eckles  
Name: David R. Eckles  
Title: Chief Executive Officer

By: Robert H. Morrow  
Name: ROBERT H. MORROW  
Title: V.P. LOGISTICS

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

By: Joseph E. O'Connor, Jr.  
Name: Joseph E. O'Connor, Jr.  
Title: President

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Description:


Nine (9), 2600 cubic foot, 100-ton capacity, roller bearing, two-compartment, covered hopper railcars with eight 30" round hatches, dual 13"x24" outlet gates, 12'-0" gate centers and an extreme height of 14'-8-3/4"; built by Pullman Standard in 1964-1966.

Unit Numbers:

HPJX 3259  
HPJX 3260  
HPJX 3261  
HPJX 3263  
HPJX 3264  
HPJX 3265  
HPJX 3266  
HPJX 3267  
HPJX 3269

On July 19, 2001, before me, Alison Drain, personally appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC CORPORATION**,

\_\_\_\_\_ proved to me on the basis of satisfactory evidence

 ALISON DRAIN  
Commission # 1199389  
Notary Public - California  
San Francisco County  
My Comm. Expires Oct 23, 2002


Alison Drain  
SIGNATURE OF THE NOTARY

[illegible]

✓ personally known to me -OR-

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Sheryl L. Alvey  
SIGNATURE OF THE NOTARY

 GENERAL NOTARY-State of Nebraska  
SHERYL L ALVEY  
My Comm. Exp. Oct. 28, 2002

STATE OF WEST VIRGINIA )  
 ) S.S.  
COUNTY OF MORGAN )

On May 28, 2001, before me, Mary E. Phillips, personally  
appeared Robert H. Morrow, Vice President of U.S. SILICA COMPANY,

X personally known to me -OR-

\_\_\_ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.

Witness my hand and official seal.

Mary E. Phillips  
SIGNATURE OF THE NOTARY

[Notarial Seal]

